

GICHFL/SEC/2024-25

July 19, 2024

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 974623

Dear Sir,

Sub.: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Regulation 27 of the SEBI Listing Regulations, please find enclosed the Report on Corporate Governance for the quarter ended June 30, 2024.

Request you to please take the same on record.

Thanking you,

Yours faithfully,

Nutan Singh
Group Head & Company Secretary

Enc. a/a.

Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: GIC Housing Finance Limited
2. Quarter ending : June 30, 2024

I. Composition of Board of Directors												
Title (Mr./Mrs.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ramaswamy Narayanan	10337640	Chairperson related to Promoter (Non-Executive)	03-11-2023	-	-	-	04-09-1965	2	0	2	1
Mrs.	Neerja Kapur	09733917	Non-Executive Director	07-11-2022	-	30-04-2024	-	28-04-1964	0	0	0	0
Mr.	Rashmi Raman Singh	08975825	Non-Executive Director	07-08-2023	-	-	-	10-02-1965	1	0	2	0
Mrs.	Rajeshwari Singh Muni	09794972	Non-Executive Director	26-09-2023	-	-	-	28-06-1967	1	0	2	0
Mr.	Bhupesh Sushil Rahul	10610759	Non-Executive Director	13-05-2024	-	-	-	27-04-1967	1	0	0	0
Mr.	Hitesh Rameshchandra Joshi	09322218	Non-Executive Director	07-10-2021	-	-	-	19-09-1968	1	0	1	0
Mr.	Ajit Kumar Saxena	05308801	Independent Director	01-11-2019	23-09-2022	-	56.00	01-07-1956	1	1	3	2
Mrs.	Rani Singh Nair	09103000	Independent Director	12-03-2021	26-09-2023	-	39.20	15-10-1956	1	1	1	1

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)*	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vaijinath Gavarshetty	08502484	Independent Director	06-01-2022	06-01-2024	-	29.26	18-06-1958	2	2	2	0
Mr.	Garimella Nanda Kishore	07745995	Independent Director	06-01-2022	06-01-2024	-	29.26	27-06-1960	1	1	0	0
Mr.	Sathia Jeeva Krishnan Chidambara	02179550	Independent Director	06-01-2022	06-01-2024	-	29.26	04-11-1965	1	1	3	0
MR.	Damodharan Neelam	07759291	Independent Director	21-10-2022	-	-	20.11	24-11-1959	1	1	0	0
MR.	Sunil Kakar	03055561	Independent Director	07-08-2023	-	-	10.24	01-10-1957	1	1	3	0
MR.	Paul Alphonso Lobo	09787223	MD & CEO	15-11-2022	-	-	NA	17-02-1965	1	0	1	0

Whether Regular Chairperson appointed: **Yes**

Whether Chairperson is related to Managing Director or CEO: **No** (But both - Chairman (CMD – GIC RE) and MD & CEO (GM, GIC RE) are related to common promoter company – GIC Re)

- PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided.

- Category means Chairperson and/or directors viz. executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category& (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ajit Kumar Saxena	Chairperson - Non-Executive – Independent	06-01-2022	-
		Hitesh Rameshchandra Joshi	Non-Executive – Non Independent	06-01-2022	-
		Sathia Jeeva Krishnan Chidambara	Non-Executive - Independent	06-01-2022	-
		Sunil Kakar	Non-Executive - Independent	26-09-2023	-
2. Nomination & Remuneration Committee	Yes	Ajit Kumar Saxena	Chairperson - Non-Executive – Independent	18-12-2020	-
		Rani Singh Nair	Non-Executive - Independent	24-12-2021	-
		Vaijinath Gavarshetty	Non-Executive - Independent	26-09-2023	-
3. Risk Management Committee	Yes	Damodharan Neelam	Chairperson - Non-Executive - Independent	26-09-2023	-
		Vaijinath Gavarshetty	Non-Executive - Independent	06-01-2022	-
		Paul Alphonso Lobo	Executive Director	15-11-2022	-
		Rani Singh Nair	Non-Executive - Independent	26-09-2023	-
4. Stakeholders Relationship Committee	Yes	Rani Singh Nair	Chairperson - Non-Executive Independent	24-12-2021	-
		Ajit Kumar Saxena	Non-Executive - Independent	18-12-2020	-
		Vaijinath Gavarshetty	Non-Executive - Independent	26-09-2023	-
5. Corporate Social Responsibility Committee	Yes	Rani Singh Nair	Chairperson - Non-Executive - Independent	26-09-2023	-
		Paul Alphonso Lobo	Executive Director	15-11-2022	-
		Garimella Nanda Kishore	Non-Executive - Independent	26-09-2023	-

&Category means Chairperson and/or Director viz. Executive / Non-Executive / Independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
05-02-2024	-	Yes	10	7	-
	16-04-2024	Yes	12	7	70
	13-05-2024	Yes	11	7	26

** to be filled in only for the current quarter meetings*

IV. Meeting of Committees						
Type of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	-	Yes	4	3	29-01-2024	-
	-	Yes	4	3	05-02-2024	6
	13-05-2024	Yes	4	3	-	97
Risk Management Committee	-	Yes	4	3	02-02-2024	-
	12-04-2024	Yes	4	3	-	69
	09-05-2024	Yes	4	3	-	26
Nomination & Remuneration Committee	-	Yes	3	3	02-02-2024	-
	10-05-2024	Yes	3	3	-	97

**to be filled in only for the current quarter meetings*
***This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.*

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes (RPT entered into pursuant to omnibus approval will be placed in upcoming Q1 (F.Y. 2024-25) closing Audit Committee Meeting and Board Meeting for review purpose)
<p>1. <i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</i></p> <p>2. <i>If status is "No" details of non-compliance may be given here.</i></p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 : Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee : Yes</p> <p style="margin-left: 20px;">b. Nomination & Remuneration Committee : Yes</p> <p style="margin-left: 20px;">c. Stakeholders Relationship Committee : Yes</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 1000 listed entities): Yes</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Yes</p> <p>5. This report and/or the Report submitted in previous quarter has been placed before the Board of Directors – Yes Any comments/observations/advice of the board of directors may be mentioned here: None</p>	
<p>Nutan Singh Company Secretary Membership no.: A27436 Place: Mumbai</p>	